



Shareholder's submission to RÁBA Automotive Holding Plc's Extraordinary General Meeting to be held on December 3, 2020

RÁBA Automotive Holding Plc. herewith publishes the submissions that it received on November 11, 2020 for publication purposes from MNV Zrt that is the initiator of convocation of extraordinary general meeting to be held on December 3, 2020 as follows.

1. Recall, election of the Chairman and Member/Members of the Board of Directors and setting the remuneration

The General Meeting recalls Mr. István Pintér, the Member and the Chairman of the Board of Directors and also Mr. György Péter Wáberer, Roland Sebők, dr. Tamás I. Tóth, Dr. András Ákos Toperczér, the Members of the Board of Directors, from the Board of Directors as of December 3, 2020.

If a Member of the Board of Directors resigns from his position as a Member of the Board of Directors before the General Meeting or as of the day of the General Meeting, the draft resolution relating to him personally will be not submitted.

The General Meeting elects

- Mr. Béla Hetzmann as the Chairman and Member of the Board of Directors
- Ms. Éva Lang-Péli, dr. Nóra Csüllög, Mr. Csaba Majoros, Mr. Dániel Emánuel Mráz as a Member of the Board of Directors

for a definite period as of December 4, 2020 until May 19, 2021.

The General Meeting resolves to set the remuneration of the Chairman and Members of the Board of Directors according to the Resolution 9/2020.09.10 of the GM of RÁBA Plc.

2. Recall, election of the Chairman and Member/Members of the Supervisory Board and that of the Audit Committee and setting the remuneration

The General Meeting recalls dr. Zoltán Lajos Pafféri, the Member and Chairman of the Supervisory Board and the Member of the Audit Committee and also dr. Tünde Kanta, the Member of the Supervisory Board and Audit Committee, from the Supervisory Board and Audit Committee as of December 3, 2020.

If a Member of the Supervisory Board resigns from his/her position as a Member of the Supervisory Board before the General Meeting or as of the day of the General Meeting, the draft resolution relating to him/her personally will be not submitted.

The General Meeting elects Mr. István Lepsényi as the Chairman of the Supervisory Board and a Member of the Audit Committee for a definite period as of December 4, 2020 until April 30, 2020.

The General Meeting elects dr. Sándor József Szabó as a Member of the Supervisory Board and the Audit Committee for a definite period as of December 4, 2020 until April 30, 2020.

The General Meeting resolves to set the remuneration of the Chairman and Members of the Supervisory Board according to the Resolution 13/2020.09.10 of the GM of RÁBA Plc. If the Chairman of the Supervisory Board and the Chairman of the Audit Committee are different persons, the remuneration of the Chairman of the Audit Committee shall be the same as that of the Chairman of the Supervisory Board.

The General Meeting resolves that the Member of the Supervisory Board shall have no extra remuneration for his membership in the Audit Committee, including if the Chairman of the Supervisory Board and the Chairman of the Audit Committee are different persons.



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3. Amendment of the Articles of Association

The General Meeting amends the Company's Articles of Association as follows and requests the Chief Executive Officer of the Company to take care of incorporating the amendments into a consolidated form of Articles of Association and filing the same with the Court of Registration

Present wording	Amendment of the Articles of Association
<p>21.1. The Board of Directors is the executive organ of the Company. The Board of Directors shall</p> <p>...</p> <p>(y) appoints the Chief Executive Officer, and, in relation to the Chief Executive Officer, i.e. the Chief as per the Section (1) of the Paragraph 208 of the Labour Code, provided that the Chief is an employee of the Company, and the Chief's No. 1. deputy (deputies) as per Section (1) of Paragraph 208 of the Labour Code, exercise fundamental employer's rights (establishing, terminating employment relations, amendment of employment contracts, establishment of remuneration, severance pay), establishes the performance requirements and the related benefits (performance-based wages or other benefits).</p> <p>...</p> <p>(dd)</p> <p>...</p> <p>(21) ordering the supervision of the subsidiaries' financial statement, management, and conduct of business by an auditor;</p>	<p>21.1. The Board of Directors is the executive organ of the Company. The Board of Directors shall</p> <p>...</p> <p>(y) appoints the Chief Executive Officer, and, in relation to the Chief Executive Officer, i.e. the Chief as per the Section (1) of the Paragraph 208 of the Labour Code, provided that the Chief is an employee of the Company, and the Chief's No. 1. deputy (deputies) as per Section (1) of Paragraph 208 of the Labour Code, <u>and the employee(s) under the Section (2) of Paragraph 208</u>, exercise fundamental employer's rights (establishing, terminating employment relations, amendment of employment contracts, establishment of remuneration, severance pay), establishes the performance requirements and the related benefits (performance-based wages or other benefits).</p> <p>...</p> <p>(dd)</p> <p>...</p> <p>(21) ordering the supervision of the subsidiaries' financial statement, management, and conduct of business by an auditor <u>or by other (e.g. financial, economic, legal) expert</u>;</p>
<p>22.2. The Chief Executive Officer's sphere of competence encompasses all matters and decisions related to the work of the Company not under the exclusive competence of the General Meeting of Shareholders or of the Board of Directors, or those not drawn to their own competence by the General Meeting of Shareholders or by the Board of Directors.</p> <p>Authorization of the Chief Executive Officer of the Company to determine the performance requirements and the related performance based wages, or other benefits for the employees subject to the provisions of Section (1) of Paragraph 208 of the Labour Code.</p> <p>With the exception of those under Section 21.1.</p>	<p>22.2. The Chief Executive Officer's sphere of competence encompasses all matters and decisions related to the work of the Company not under the exclusive competence of the General Meeting of Shareholders or of the Board of Directors, or those not drawn to their own competence by the General Meeting of Shareholders or by the Board of Directors.</p> <p>Authorization of the Chief Executive Officer of the Company to determine the performance requirements and the related performance based wages, or other benefits for the employees subject to the provisions of Section (1) of Paragraph 208 of the Labour Code.</p> <p>With the exception of those under Section 21.1.</p>



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<p>(y), pursuant to authorization under the § 207 (5) of the Labour Code, the Chief Executive Officer exercises basic employer's rights in relation to the employees of the Company. Other employer's rights (including especially vacation and foreign visit permits, etc.) can be transferred by the Chief Executive Officer to other employees of the Company within the framework of the Company's Organisational and Operating Rules.</p>	<p>(y), pursuant to authorization under the § 207 (5) of the Labour Code, the Chief Executive Officer exercises basic employer's rights in relation to the employees of the Company. Other employer's rights (including especially vacation and foreign visit permits, etc.) can be transferred by the Chief Executive Officer to other employees of the Company within the framework of the Company's Organisational and Operating Rules.</p>
<p>27. The following persons are entitled to sign on the Company's behalf</p> <ul style="list-style-type: none">(a) the Chief Executive Officer Board member alone;(b) two members of the Board of Directors jointly;(c) any member of the Board of Directors together with the employee authorised to sign on the Company's behalf;(d) two employees of the Company authorised by the Board of Directors for certain matters jointly.	<p>27. The following persons are entitled to sign on the Company's behalf</p> <ul style="list-style-type: none"><u>(a) the Chief Executive Officer alone;</u><u>(b) the Chairman of the Board of Directors alone;</u><u>(c) aside from the Chairman of the Board of Directors and the Chief Executive Officer Board Member provided that the Chief Executive Officer is the Member of the Board of Directors, two other Members of the Board of Directors jointly;</u><u>(d) any Member of the Board of Directors according to (e) together with any employees of the Company authorized to sign on the Company's behalf according to (e);</u><u>(e) two employees of the Company authorized by the Board of Directors to sign on the Company's behalf on specific matters jointly.</u>

Győr, November 12, 2020

RÁBA Automotive Holding Plc.